

Hearing Date: March 4, 2020 at 9:30 a.m. (Atlantic Standard Time)  
Objection Deadline: February 18, 2020 at 4:00 p.m. (Atlantic Standard Time)

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtor.<sup>1</sup>

PROMESA Title III

Case No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF THE  
GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO.

Debtor.

PROMESA Title III

Case No. 17 BK 3566-LTS

(Jointly Administered)

**This Motion relates only  
to the Commonwealth and ERS,  
and shall be filed in  
Case No. 17 BK 3283-LTS and  
Case No. 17 BK 3566-LTS**

**MOTION OF THE COMMONWEALTH OF PUERTO RICO AND THE EMPLOYEES  
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO FOR AN ORDER (A) ESTABLISHING PRE-SOLICITATION  
PROCEDURES FOR CERTAIN HOLDERS OF RETIREMENT BENEFIT CLAIMS,  
(B) ESTABLISHING PROCEDURES AND DEADLINES FOR  
SUBMISSION OF INFORMATION NECESSARY FOR SOLICITATION OF  
ACCEPTANCE OR REJECTION OF PLAN OF ADJUSTMENT BY SUCH  
CLAIMANTS, AND (C) APPROVING FORM AND MANNER OF NOTICE THEREOF**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

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To the Honorable United States District Court Judge Laura Taylor Swain:

The Commonwealth of Puerto Rico (the “Commonwealth”) and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS,” and together with the Commonwealth, the “Debtors”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the Debtors’ representative pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),<sup>2</sup> respectfully submit this motion (the “Motion”), pursuant to sections 105(a), 501, 502, and 1125 of title 11 of the United States Code (the “Bankruptcy Code”), made applicable to this case pursuant to PROMESA section 301(a), and Rules 2002(a)(7), 2002(f), 2002(l), 2002(m), 3001, 3002(a), 3003(c), and 3017 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), made applicable to this case pursuant to PROMESA section 310, for entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”), (a) establishing pre-solicitation procedures for certain holders of retirement benefit claims, (b) establishing procedures and deadlines by which such claimants can submit information necessary for solicitation of acceptance or rejection of the Debtors’ joint plan of adjustment, (c) approving form and manner of notice thereof, and (d) granting related relief. In support of this Motion, the Debtors respectfully state as follows:

### **Preliminary Statement**

1. On September 27, 2019, the Debtors, together with the Puerto Rico Public Buildings Authority (“PBA”), filed the *Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* [ECF No. 8765] (as amended or modified from time to time and including all exhibits thereto, the “Plan”) and a related disclosure statement [ECF No. 8766] (as amended or

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<sup>2</sup> PROMESA is codified at 48 U.S.C. §§ 2101–2241.

modified from time to time and including all exhibits thereto, the “Disclosure Statement”).<sup>3</sup> The Debtors and PBA intend to begin the process to solicit acceptances and rejections of the Plan and to seek confirmation of the Plan.<sup>4</sup>

2. Pursuant to the Plan, certain retirement benefit claims are impaired and holders (the “Employee Claimants”) will be entitled to vote to accept or reject.<sup>5</sup> To ensure the Debtors have (i) the appropriate and updated contact information to provide notice of the hearing to impaired Employee Claimants to consider confirmation of the Plan and solicitation packages with ballots to vote to accept or reject the Plan, and (ii) the demographic information necessary to accurately estimate the claim amount for Employee Claimants, it is necessary for the Debtors to seek and obtain certain information from Employee Claimants for which the Debtors have incomplete or outdated information.

3. The Debtors’ advisors have conducted a review of information provided by ERS, the Judiciary Retirement System for the Commonwealth of Puerto Rico (“JRS”), the Puerto Rico Teachers Retirement System (“TRS”), and other sources regarding claims of the Employee Claimants (the “Employee Claims”), and have determined that such information regarding approximately 26,000 of the Employee Claims is either incomplete or outdated. The types of missing information include: (a) name; (b) mailing address; (c) email address; (d) date of birth;

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<sup>3</sup> The Debtors and PBA anticipate filing an amended Plan and Disclosure Statement on or before February 28, 2020.

<sup>4</sup> Concurrently with the filing of this Motion, the Debtors and PBA filed the *Commonwealth of Puerto Rico, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority’s Joint Motion for Order (I) Scheduling a Hearing on the Adequacy of the Disclosure Statement, (II) Establishing the Deadline for Filing Spanish Translation of the Disclosure Statement, (III) Establishing the Deadline for Filing Objections to the Disclosure Statement and Replies Thereto, and (IV) Granting Related Relief*.

<sup>5</sup> Classes 25A through 25E of the Plan (as filed on September 27, 2019) constitutes claims of the Employee Claimants. Each of these five classes within Class 25 is a separate and distinct class of impaired claims of noninsider creditors, voting on which will be independently tallied. The numerical designation of these classes may change in the updated version of the Plan the Oversight Board expects to file later this month, but nonetheless these separate classes will remain substantively the same.

(e) gender; (f) social security number<sup>6</sup>; and (g) employment information (collectively, the “Requested Information”).

4. By this Motion, the Debtors seek to establish a procedure to obtain such incomplete or outdated information. The Debtors propose:

(a) to publish notice of the Debtors’ request for individuals with accrued retirement benefit claims (whether currently receiving a pension or not) to submit a form (the “Information Form” annexed to the Proposed Order as **Exhibit 2**), with the Requested Information to the Debtors’ claims and solicitation agent, Prime Clerk LLC (“Prime Clerk”), by no later than April 30, 2020 (the “Return Date”), through any of the following methods:

- i. **electronically** on Prime Clerk’s website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index/>,
- ii. by **first class mail**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708; or
- iii. **by overnight courier or hand delivery**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232.

(b) to provide notice by first class mail, along with the Information Form, to Employee Claimants for which the Debtors have current addresses to submit the Information Form by no later than the Return Date.

5. The Debtors submit that these procedures are in compliance with the Bankruptcy Code and Bankruptcy Rules, PROMESA, and are reasonable and necessary given the circumstances. These procedures will assist the Debtors to ensure as many Employee Claimants as reasonably practicable receive the solicitation packages, and ensure the claim amounts for Employee Claimants of the Plan are accurately calculated so the acceptance or rejection of each class including the Employee Claims can be accurately determined and reported to the Court.

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<sup>6</sup> The Debtors seek to obtain the last four digits of claimants’ social security numbers in order to match claimants with their employee records.

6. Importantly, the Debtors note that any Employee Claimant who does not return an Information Form by the Return Date **will not** be barred (i) from receiving benefits, if ultimately entitled, or (ii) casting a ballot in connection with the Debtors' solicitation of acceptances of the Plan, if eligible pursuant to the Plan. The Debtors are simply seeking to gather the Requested Information to assist in providing proper notice in connection with the solicitation of votes on the Plan and properly tallying votes received.

### **Jurisdiction and Venue**

7. The United States District Court for the District of Puerto Rico (the "Court") has subject matter jurisdiction over this Motion pursuant to PROMESA section 306(a).

8. Venue is proper in this district pursuant to PROMESA section 307(a).

9. The statutory predicates for the relief sought herein are Bankruptcy Code sections 105(a), 501, 502, and 1125, and Bankruptcy Rules 2002(a)(7), 2002(f), 2002(l), 2002(m), 3001, 3002(a), 3003(c), and 3017, made applicable to these cases by PROMESA sections 301(a) and 310, respectively.

### **Background**

#### **A. The Commonwealth's and ERS's Title III Cases**

10. On June 30, 2016, the Oversight Board was established in accordance with PROMESA section 101(b). On August 31, 2016, President Obama appointed the Oversight Board's seven voting members.

11. Pursuant to PROMESA section 315, "[t]he Oversight Board in a case under this title is the representative of the debtor" and "may take any action necessary on behalf of the debtor to prosecute the case of the debtor, including filing a petition under section 304 of [PROMESA] . . . or otherwise generally submitting filings in relation to the case with the court."

12. On September 30, 2016, the Oversight Board designated the Commonwealth and ERS as covered entities under PROMESA section 101(d).

13. On May 3, 2017, the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for the Commonwealth pursuant to PROMESA section 304(a), commencing a case under Title III thereof.

14. On May 21, 2017, the Oversight Board issued restructuring certification pursuant to PROMESA section 104(j) and 206 and filed a voluntary petition for relief for ERS pursuant to PROMESA section 304(a), commencing a case under Title III thereof.

## **B. The Commonwealth's Retirement Systems**

### ***a. ERS***

15. ERS is a trust established by the Commonwealth in 1951 for the economic well-being of public employees. ERS is an agency of the government, separate and apart from the Commonwealth government and its other instrumentalities. *See* 3 L.P.R.A. § 775. ERS was established to administer the payment of pensions and other benefits to officers and employees of the Commonwealth government, members and employees of Puerto Rico's Legislative Assembly (the "Legislature"), and officers and employees of public corporations and municipalities. *See* 3 L.P.R.A. § 761. More than 260,000 retirees and active employees and beneficiaries have accrued pension and other retirement benefits as participants in ERS.

16. ERS was funded primarily by contributions from employers, the amount of which was determined by statute pursuant to a formula based on the amount of active employee payroll of participating public employers from time to time. Employers covered by ERS included the Commonwealth, its instrumentalities, and municipalities, excluding, among others, the school system and the judiciary.



***b. JRS***

17. JRS is a trust established in 1954 by the Commonwealth to provide retirement benefits for judges appointed to the Commonwealth courts. Presently, JRS is composed of three group of participants: (i) judges appointed on or prior to December 23, 2013, who participate in a defined benefit plan; (ii) judges appointed between December 24, 2013 and June 30, 2014, who are covered by a defined benefit plan, but with a different benefit structure than the one available to the first group; and (iii) judges appointed on or after July 1, 2014, who participate in a hybrid program with defined benefit and defined contribution components. Disclosure Statement at 42].

***c. TRS***

18. TRS is a trust established in 1951 by the Commonwealth to provide for the benefits for public teachers in the Commonwealth. TRS administers two benefit structures: (i) a defined benefit plan for active employees hired on or before July 31, 2014; and (ii) a defined contribution plan for employees hired on or after August 1, 2014, which were then transferred to a defined contribution plan pursuant to Act 106 (defined below). *Id.*

**C. The Bar Date Order**

19. On January 16, 2018, the Oversight Board filed a motion to (a) establish deadlines and procedures for filing proofs of claim and (b) approve the form and manner of notice thereof [ECF No. 2255], which the Court subsequently approved on February 15, 2018 [ECF No. 2521] (the “Bar Date Order”). The Bar Date Order set deadlines by which claimants must file proofs of claim against the Commonwealth, ERS, and other certain Title III debtors, among other things. *Id.* at 2–3. The Bar Date Order exempted certain persons and entities from having to file a proof of claim before the applicable bar dates to avoid disallowance, including “[w]ith respect to pension benefits and any and all other post-retirement benefits, any retiree, active employee, and former

employee of a Title III Debtor[.]” *Id.* at 5. As such, the Bar Date Order did not contemplate or provide for the collection of the Requested Information.

**D. The Plan**

20. On September 27, 2019, the Commonwealth, ERS, and PBA filed the Plan. The Plan sets forth the treatment of “Active and Retired Employee Benefits Claims” (i.e., the Employee Claims) in the five subclasses of Class 25, including Class 25A (Retiree Claims), Class 25B (Active ERS Participant Claims), Class 25C (Active JRS Participant Claims), Class 25D (Active TRS Participant Claims), and Class 25E (System 2000 Participant Claims). Each subclass is entitled to vote on the Plan. Plan § 54.1. For many of the claimants and potential claimants in each of these subclasses, the Debtors lack information necessary to solicit votes and provide the appropriate claim amount for voting and tabulation purposes.

**E. The Claimants**

21. Employee Claimants entitled to vote to accept or reject the Plan include: (1) current retirees; (2) current employees working for employers that participate in the Commonwealth’s retirement system, who expect to receive benefits in the future; and (3) and employees that formerly worked for employers that participate in the Commonwealth’s retirement system, who expect to receive benefits in the future, but that (a) no longer work for such employers, and (b) do not yet collect retirement benefits.

22. The Employee Claimants can be further broken down into at least three (non-exhaustive) groups. First, there are former employees who participated in the pension systems for which the Debtors completely lack information regarding who they are, and how much, if any, retirement benefits they are entitled to. After consultation with the retirement systems and their

advisors, the Oversight Board believes there are relatively few potential Employee Claimants who fall into this group, primarily related to individuals that left employment decades ago.

23. Second, there are Employee Claimants who participated in the ERS, TRS, or JRS pension systems, for whom the Debtors have limited personal information and may be unable to contact. For example, names of former employees in this group may be contained in pension system records, but no further personal information is available, because mailing addresses the Debtors have on file are outdated or otherwise wrong or incomplete. After consultation with ERS and its advisors, the Oversight Board believes there are approximately 8,000 potential Employee Claimants who fall into this group.

24. Third, there are Employee Claimants who participated in the ERS, TRS, or JRS pension systems, for whom the Debtors have identifiable personal information and are able to contact, but still need further information for purposes of voting and solicitation. For example, ERS may have the names and updated mailing addresses of former employees in this group, but the Debtors lack further information regarding their age, years of employment, and other demographic information that would allow the Debtors and its advisors to calculate such beneficiaries' expected retirement benefits and corresponding claim. After consultation with ERS and its advisors, the Oversight Board believes there are approximately 18,000 potential Employee Claimants who fall into this group.

### **Relief Requested**

25. By this Motion, the Debtors seek to have the Court set a Return Date of April 30, 2020 by which Employee Claimants must complete and return an Information Form for purposes of being included in the solicitation of the Debtors' joint plan of adjustment.

26. In addition, the Debtors request the Court approve the form of notice thereof and the proposed procedures for distributing the notice set forth herein, and find that these procedures provide adequate notice to Employee Claimants for purposes of acquiring information necessary for soliciting votes for the classes containing the Employee Claims.

**A. Return Date for Filing Information Forms**

27. Section 1125(b) of the Bankruptcy Code provides “[a]n acceptance or rejection of a plan may not be solicited after commencement of the case under this title from a holder of a claim or interest with respect to such claim or interest, unless, at the time of or before such solicitation, there is transmitted to such holder the plan or a summary of the plan and a written disclosure statement....” 11 U.S.C. § 1125(b).

28. Bankruptcy Rule 3003(c)(3) provides that “[t]he court shall fix . . . the time within which proofs of claim or interest may be filed.” Fed. R. Bankr. P. 3003(c)(3).

29. For the Debtors to proceed with and the solicitation of the Plan in accordance with section 1125, the Debtors must have, among other things, complete and accurate information with respect to the claims and the identity of the claimants in each class being solicited, including the nature and amount of any such claims.

30. The Oversight Board has determined the records of the retirement systems might not be sufficiently complete to support a full solicitation of Employee Claimants. To comply with its statutory obligation under section 1125 to solicit all members of each voting class, and ultimately provide the Court with an accurate tabulation of the results of the solicitation, the Debtors require approval of the procedures set forth herein as the best available means to obtain missing information on thousands of individuals who are Employee Claimants.

31. **Return Date.** The Debtors request the Court set April 30, 2020 as the Return Date and approve the form and manner of notice thereof:

32. The Debtors propose that the Return Date applies to each person asserting or who may hold a claim against the Debtors as an Employee Claimant solely for purposes of voting and distribution.

33. The Debtors request that all Information Forms be submitted to Prime Clerk, either by mail, overnight courier or hand delivery, or filled in electronically through the Debtors' case management site at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>, so as to be **received on or before the Return Date**, and that such Information Forms: (i) be written in English or Spanish; (ii) include an original or electronic signature of the claimant or an authorized agent of the claimant; and (iii) substantially conform to the Information Form. Information Forms delivered by first class mail should be sent to: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708; and Information Forms delivered by overnight courier or hand delivery should be sent to: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232.

34. Information Forms may not be submitted by facsimile, telecopy, or email, but may be submitted electronically through Prime Clerk's website.

35. The Debtors will endeavor to process Information Forms received after the Return Date, but are not obligated to do so, and failure to do so shall not constitute failure to provide adequate notice with respect to the Debtors' solicitation of votes to accept or reject the Plan.

36. Any Employee Claimant who does not return an Information Form by the Return Date **will not** be barred (i) from receiving benefits, if ultimately entitled, in accordance with any confirmed plan of adjustment, or (ii) casting a ballot in connection with the Debtors' solicitation of votes in support of confirmation of the Plan, if eligible pursuant to the Plan.

**B. Notice of Pre-Solicitation Procedures and Return Date**

37. The Debtors further seek the Court's approval of the proposed notice of the Return Date (the "Return Date Notice"), substantially in the form annexed to the Proposed Order as **Exhibit 1-A**, and the proposed reminder notice of the Return Date (the "Reminder Notice"), substantially in the form annexed to the Proposed Order as **Exhibit 1-B**, both incorporated herein by reference. Furthermore, because the Debtors do not have current mailing addresses for certain Employee Claimants, the Debtors will utilize notice by publication, as is permitted by Bankruptcy Rule 2002(l), and as the Court has approved for other Title III debtors, substantially in the form of the Return Date Notice and Reminder Notice. *See* [Case No. 17-bk-3284-LTS, ECF No. 375 at ¶¶ 14–15]. The Return Date Notice and Reminder Notice will advise Employee Claimants of these pre-solicitation procedures as well as the Return Date and provide instruction for submitting Information Forms.

38. With the assistance of Prime Clerk, the Debtors have prepared the Information Form, substantially in the form annexed to the Proposed Order as **Exhibit 2** which is tailored to request that information necessary only for the Debtors to determine the claim amount for Employee Claimants, and additional information necessary such that the Debtors can communicate with such claimants for purposes of voting and solicitation. This form will be mailed in paper form to individuals with known mailing addresses but for whom other information is missing, and will be replicated on Prime Clerk's website for electronic submission.

39. The Debtors, through Prime Clerk, propose to serve a copy of the Return Date Notice along with an Information Form,<sup>7</sup> on or before March 19, 2020, by United States Postal

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<sup>7</sup> Copies of the Return Date Notice and the Information Form mailed to Employee Claimants in these Title III Cases will be provided in both Spanish and English.

Service first-class mail, postage prepaid, on each Employee Claimant for whom the Debtors have a mailing address and need more information to assist in calculating such Employee Claimant's claim amount.

40. The Debtors also propose to provide notice of the Return Date by causing the Return Date Notice to be published on or before March 19, 2020, in (a) *El Nuevo Día* in Spanish (primary circulation is in Puerto Rico), (b) *Caribbean Business* in English (primary circulation is in Puerto Rico), (c) *El Diario* and *El Nuevo Herald*, both in Spanish (primary circulation is in New York and Miami, respectively), (d) *El Vocero* in Spanish (primary circulation is in Puerto Rico), and (e) *Primera Hora* in Spanish (primary circulation is in Puerto Rico). The Return Date Notice has been tailored to provide notice of the Return Date as extensively as practicable throughout Puerto Rico and the United States. The Debtors believe the Return Date Notice would provide any claimants for which the Debtors do not have current mailing addresses with adequate notice of the Return Date and these pre-solicitation procedures.

41. The Debtors propose to provide a reminder notice of the Return Date by causing another publication notice, substantially in the form of the Reminder Notice, to be published on a date that is no fewer than fourteen (14) days prior to the Return Date.

42. The Debtors believe that the Return Date Notice and procedures for completing and returning Information Forms set forth herein will provide ample time and opportunity for Employee Claimants to submit Information Forms, which will facilitate the Debtors' solicitation of votes for and ultimately confirming the Plan.

43. The Debtors submit that the proposed procedures for serving and publishing the Return Date Notice comply with the requirements of PROMESA, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Local Bankruptcy Rules, to be made applicable in

these Title III Cases pursuant to the *Tenth Amended Case Management Procedures* [Case No. 17-bk-3283-LTS, ECF No. 8027-1].

**Notice**

44. The Debtors have provided notice of this Motion to: (a) the Office of the United States Trustee for the District of Puerto Rico; (b) the entities on the list of creditors holding the 20 largest unsecured claims against the Debtors (d) the Office of the United States Attorney for the District of Puerto Rico; (e) counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority; (f) the Puerto Rico Department of Justice; and (g) all parties filing a notice of appearance in this Title III Case. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of Page Left Intentionally Blank]*



**WHEREFORE** the Debtors respectfully request the Court (a) to enter the Proposed Order granting the relief requested in the Motion, and (b) to grant the Debtors such other relief as is just and proper.

Dated: February 11, 2020  
San Juan, Puerto Rico

Respectfully submitted,

/s/ Brian S. Rosen

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**Exhibit A**

**Proposed Order**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,  Debtor. <sup>1</sup>	PROMESA Title III  Case No. 17 BK 3283-LTS  (Jointly Administered)
In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO.  Debtor.	PROMESA Title III  Case No. 17 BK 3566-LTS  (Jointly Administered)

**ORDER (A) ESTABLISHING PRE-SOLICITATION  
PROCEDURES FOR CERTAIN HOLDERS OF RETIREMENT  
BENEFIT CLAIMS, (B) ESTABLISHING PROCEDURES AND DEADLINES  
FOR SUBMISSION OF INFORMATION NECESSARY FOR SOLICITATION  
OF ACCEPTANCE OR REJECTION OF PLAN OF ADJUSTMENT,  
AND (C) APPROVING FORM AND MANNER OF NOTICE THEREOF**

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon the Debtors' *Motion for (A) Establishing Pre-Solicitation Procedures for Certain Retirement Beneficiaries of the Commonwealth of Puerto Rico, (B) Establishing Procedures and Deadlines By Which Such Beneficiaries Can Submit Information Necessary for Solicitation of Acceptance or Rejection of Plan of Adjustment, and (C) Approving Form and Manner of Notice Thereof*, dated February 11, 2020 (the "Motion");<sup>2</sup> and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Motion and the relief requested therein under the circumstances and that no other or further notice is required; and the Court having reviewed the Motion and having heard the statements of counsel in support of the Motion at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been resolved as set forth herein, or withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. The Return Date Notice, substantially in the form annexed hereto as **Exhibit 1-A**, the Reminder Notice, substantially in the form annexed hereto as **Exhibit 1-B**, and the Information Form, substantially in the form annexed hereto as **Exhibit 2**, are approved.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

3. The Return Date by which Employee Claimants must submit the Information Form with the Requested Information to Prime Clerk is **April 30, 2020**.

4. All Information Forms must: (i) be written in English or Spanish; (ii) include an original or electronic signature of the Employee Claimant or an authorized agent of the Employee Claimant; and (iii) substantially conform to the Information Form. The Debtors will endeavor to process Information Forms received after the Return Date, but are not obligated to do so, and failure to do so shall not constitute failure to provide adequate notice with respect to the Debtors' solicitation of votes to accept or reject the Plan.

5. **All Information Forms shall be delivered to and received by Prime Clerk no later than 4:00 p.m. (Atlantic Standard Time) on the Return Date.** Information Forms delivered by first class mail should be sent to: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708; and Information Forms delivered by overnight courier or hand delivery should be sent to: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232. Alternatively, Information Forms may be submitted electronically through the Debtor's case management site at the following address: <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index/>. Prime Clerk **shall not** accept Information Forms by facsimile, telecopy, or email; provided, however, they may be submitted through Prime Clerk's website (listed in the preceding sentence).

6. The Debtors' proposed procedures for serving and publishing the Bar Date Notice and the Reminder Notice comply with the requirements of PROMESA, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Local Bankruptcy Rules, made applicable in this Title

III Case pursuant to the *Tenth Amended Notice, Case Management and Administrative Procedures* Case No. 17-3283, Docket No. 8027, and are hereby approved.

7. The pre-solicitation procedures described herein provide adequate notice with respect to the submission of information by holders of retirement benefit claims to the Debtors for the purpose of the Debtors' solicitation of votes to accept or reject the Plan for Employee Claimants.

8. In accordance with Bankruptcy Rule 2002, the Debtors, through Prime Clerk, are authorized and directed to cause a copy of a notice, substantially in the form of the Reminder Date Notice, to be published, on or before March 19, 2020, in (a) *El Nuevo Día* in Spanish (primary circulation is in Puerto Rico), (b) *Caribbean Business* in English (primary circulation is in Puerto Rico), (c) *El Diario* and *El Nuevo Herald*, both in Spanish (primary circulation is in New York and Miami, respectively), (d) *El Vocero* in Spanish (primary circulation is in Puerto Rico), and (e) *Primera Hora* in Spanish (primary circulation is in Puerto Rico).

9. In accordance with Bankruptcy Rule 2002, the Debtors, through Prime Clerk, are authorized and directed to cause a copy of another publication notice, substantially in the form of the Reminder Notice, to be published, on a date that is no fewer than fourteen (14) days prior to the Return Date.

10. The Return Date Notice, the Reminder Notice, and the Information Form shall be posted and available for download, free-of-charge on the Debtors' case website, <https://cases.primeclerk.com/puertorico/>.

11. This Order is without prejudice to the rights, claims, objections, counterclaims, offsets, recoupments, and defenses of the Debtor with respect to any claim or duplicate claim

submitted in connection with these procedures, and nothing herein shall be deemed to allow or compel payment of any claim.

12. Notwithstanding any applicability of any Bankruptcy Rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Debtors and the Oversight Board, as the Debtors' representative, are authorized to take all actions, and to execute all documents, necessary or appropriate, to effectuate the relief granted in this Order in accordance with the Motion.

14. The Court retains exclusive jurisdiction to hear and determine any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

Dated: \_\_\_\_\_, 2020

\_\_\_\_\_  
Honorable Laura Taylor Swain  
United States District Judge

**Exhibit 1-A**

**Return Date Notice**



**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtor.<sup>1</sup>

PROMESA Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF THE  
GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO.

Debtor.

PROMESA Title III

Case No. 17 BK 3566-LTS

(Jointly Administered)

**NOTICE OF DEADLINE FOR SUBMITTING INFORMATION FORMS  
FOR RETIREMENT BENEFICIARIES OF THE COMMONWEALTH  
OF PUERTO RICO AND THE EMPLOYEES RETIREMENT SYSTEM OF  
THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO**

**TO ALL PARTICIPANTS OF THE EMPLOYEES RETIREMENT SYSTEM FOR THE  
GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO (“ERS”), THE  
JUDICIARY RETIREMENT SYSTEM FOR THE COMMONWEALTH OF PUERTO**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**RICO (“JRS”), AND THE PUERTO RICO TEACHER’S RETIREMENT SYSTEM (“TRS”), PLEASE TAKE NOTICE OF THE FOLLOWING:**

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) has filed the *Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* [Case No. 17-bk-3283, ECF No. 8765] (as amended or modified from time to time and including all exhibits thereto, the “Plan”) and a related disclosure statement [Case No. 17-bk-3283, ECF No. 8766] (as amended or modified from time to time and including all exhibits thereto, the “Disclosure Statement”)<sup>2</sup> pursuant to which the Commonwealth of Puerto Rico (the “Commonwealth”) (together with ERS, the “Debtors”) and the Puerto Rico Public Buildings Authority (“PBA”) seek to adjust their debts under Title III of the *Puerto Rico Oversight, Management, and Economic Stability Act*.<sup>3</sup>

To solicit certain information from certain holders of retirement benefits claims (“Employee Claimants”)<sup>4</sup> for which the Debtors have incomplete or outdated information, the Oversight Board is providing this notice (the “Notice”), as well as disseminating the Notice in publications of widespread circulation, to current and former residents of the Commonwealth.

**You may be a current or former participant of ERS, JRS, or TRS, and you may be required to submit a form with information the Debtors are currently missing (the “Information Form”), including:** (a) name; (b) mailing address; (c) email address; (d) date of birth; (e) gender; (f) social security number<sup>5</sup>; and (g) employment information (collectively, the “Requested Information”). The Debtors request that, if at all possible, you submit your Information Form electronically on the website hosted by the Debtors’ claims and solicitation agent, Prime Clerk LLC (the “Claims Agent”), at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

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<sup>2</sup> The Debtors and PBA anticipate filing an amended Plan and Disclosure Statement on or before February 28, 2020.

<sup>3</sup> PROMESA is codified at 48 U.S.C. §§ 2101–2241. The Class number containing the retirement benefits claims may be changed therein.

<sup>4</sup> In the Plan filed at Case No. 17-bk-3283, ECF No. 8765, Class 25 constitutes the claims of Employee Claimants. The Class number(s) constituting the claims of Employee Claimants may change in any subsequently filed Plan.

<sup>5</sup> The Debtors seek to obtain the last four digits of claimants’ social security numbers in order to match claimants with their employee records.

### OVERVIEW – KEY POINTS

- This document is a legal notice concerning the Commonwealth and ERS's Title III cases.
- **The Overview on this page describes the key terms of this document. Please read the entire document carefully for further details.**
- In a Title III case under PROMESA, certain retirement beneficiaries of the Commonwealth and ERS may be entitled to vote on any plan of adjustment filed by the Commonwealth and ERS. In order for the Debtors to reduce the number of solicitation packages returned undeliverable, and ensure the claim amounts for such beneficiaries are accurately calculated, the Debtors are requesting that certain claimants submit an Information Form containing the Requested Information. This document explains how to submit Information Forms.
- A plan of adjustment is a document that explains how the Debtors propose to pay the amounts it owes to its creditors. This plan is available for creditors to review at <https://cases.primeclerk.com/puertorico/>.
- **If you are required to submit an Information Form, you must do so by April 30, 2020 at 4:00 p.m., Atlantic Standard Time.** An Information Form is provided with this document.
- Information Forms may be submitted by (a) electronically submitting on the Claims Agent's website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>, or (b) mail or hand delivery to the addresses provided in Section 5 of this document. **The Debtors request that, if at all possible, you submit your Information Form electronically on the Claims Agent's website.**
- After reading this document, if you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at [puertoricoinfo@primeclerk.com](mailto:puertoricoinfo@primeclerk.com). Please note that the people answering the phone number are not able to provide legal advice. If you have questions about your legal rights, including whether you need to submit an Information Form, you should talk to an attorney.

### **Section 1 – The Return Date**

On \_\_\_\_\_ 2020, the United States District Court for the District of Puerto Rico (the “District Court”) entered an order (the “Pre-Solicitation Procedures Order”) in the Debtors’ Title III cases fixing the deadlines to submit Information Forms by **4:00 p.m. (Atlantic Standard Time) on April 30, 2020** (the “Return Date”).

### **Section 2 – Who MUST Submit an Information Form**

If you are an Employee Claimant, you **MUST** submit an **Information Form**, or the Debtors may be unable to solicit your vote on the plan of adjustment filed by the Oversight Board on behalf of the Debtors.

**A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should submit an Information Form.**

### **Section 3 – Consequences of Failure to Submit an Information Form by the Return Date**

**ANY HOLDER OF A CLAIM WHO FAILS TO TIMELY SUBMIT AN INFORMATION FORM MIGHT NOT RECEIVE BALLOTING MATERIALS TO VOTE ON THE DEBTORS’ PLAN, AND IN THAT EVENT SHALL BE BARRED FROM ASSERTING THE SOLICITATION PROCEDURES IN CONNECTION WITH THE PLAN IN CONNECTION WITH CLAIMS HELD BY RETIREMENT BENEFICIARIES WERE INADEQUATE.**

### **Section 4 – What to Submit**

Each Information Form, to be properly submitted pursuant to this Notice, shall: (i) be written in English or Spanish; (ii) include an original or electronic signature of the claimant or an authorized agent of the claimant; and (iii) substantially conform to the Information Form approved by the Pre-Solicitation Procedures Order.

The Information Form can be obtained, as well as submitted, on the website established and maintained by the Claims Agent at <https://cases.primeclerk.com/puertorico/>.

### **Section 5 – Where and How to Submit**

All Information Forms shall be submitted with the claims and noticing agent, Prime Clerk LLC (the “Claims Agent”) pursuant to the procedures provided herein **so as to actually be received** on or before the Return Date.

Information Forms may be submitted through any of the following methods:

- (i) **electronically**, by completing the Information Form on the Claims Agent’s website at [https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index](https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index;);

- (ii) if delivered **by first class mail**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708;
- (iii) if **by overnight courier**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; or
- (iv) if **by hand delivery**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232.

Information Forms sent by facsimile, telecopy, or electronic mail transmission will **not** be accepted; provided, however, they may be submitted through Prime Clerk's website: <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

*The Debtors request that, if at all possible, you submit your Information Form electronically on the Claims Agent's website.*

#### **Section 6 – Additional Information**

The Pre-Solicitation Procedures Order may be downloaded and examined free of charge from the Claims Agent website, <https://cases.primeclerk.com/puertorico/>.

If you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at [puertoricoinfo@primeclerk.com](mailto:puertoricoinfo@primeclerk.com).

Dated: March \_\_, 2020

**Return Date Notice – Spanish Translation**

[Spanish Translation To Be Provided]

**Exhibit 1-B**

**Reminder Notice**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtor.<sup>1</sup>

PROMESA Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT SYSTEM OF THE  
GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO.

Debtor.

PROMESA Title III

Case No. 17 BK 3566-LTS

(Jointly Administered)

**NOTICE OF DEADLINE FOR SUBMITTING INFORMATION FORMS  
FOR RETIREMENT BENEFICIARIES OF THE COMMONWEALTH  
OF PUERTO RICO AND THE EMPLOYEES RETIREMENT SYSTEM OF  
THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO**

**FINAL REMINDER**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).



**TO ALL PARTICIPANTS OF THE EMPLOYEES RETIREMENT SYSTEM FOR THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO (“ERS”), THE JUDICIARY RETIREMENT SYSTEM FOR THE COMMONWEALTH OF PUERTO RICO (“JRS”), AND THE PUERTO RICO TEACHER’S RETIREMENT SYSTEM (“TRS”), PLEASE TAKE NOTICE OF THE FOLLOWING:**

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) has filed the *Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* [Case No. 17-bk-3283, ECF No. 8765] (as amended or modified from time to time and including all exhibits thereto, the “Plan”) and a related disclosure statement [Case No. 17-bk-3283, ECF No. 8766] (as amended or modified from time to time and including all exhibits thereto, the “Disclosure Statement”)<sup>2</sup> pursuant to which the Commonwealth of Puerto Rico (the “Commonwealth”) (together with ERS, the “Debtors”) and the Puerto Rico Public Buildings Authority (“PBA”) seek to adjust their debts under Title III of the *Puerto Rico Oversight, Management, and Economic Stability Act*.<sup>3</sup>

To solicit certain information from certain holders of retirement benefits claims (“Employee Claimants”)<sup>4</sup> for which the Debtors have incomplete or outdated information, the Oversight Board is providing this notice (the “Notice”), as well as disseminating the Notice in publications of widespread circulation, to current and former residents of the Commonwealth.

**You may be a current or former participant of ERS, JRS, or TRS, and you may be required to submit a form with information the Debtors are currently missing (the “Information Form”), including:** (a) name; (b) mailing address; (c) email address; (d) date of birth; (e) gender; (f) social security number<sup>5</sup>; and (g) employment information (collectively, the “Requested Information”). The Debtors request that, if at all possible, you submit your Information Form electronically on the website hosted by the Debtors’ claims and solicitation agent, Prime Clerk LLC (the “Claims Agent”), at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

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<sup>2</sup> The Debtors and PBA anticipate filing an amended Plan and Disclosure Statement on or before February 28, 2020.

<sup>3</sup> PROMESA is codified at 48 U.S.C. §§ 2101–2241. The Class number containing the retirement benefits claims may be changed therein.

<sup>4</sup> In the Plan filed at Case No. 17-bk-3283, ECF No. 8765, Class 25 constitutes the claims of Employee Claimants. The Class number(s) constituting the claims of Employee Claimants may change in any subsequently filed Plan.

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### OVERVIEW – KEY POINTS

- This document is a legal notice concerning the Commonwealth and ERS's Title III cases.
- **The Overview on this page describes the key terms of this document. Please read the entire document carefully for further details.**
- In a Title III case under PROMESA, certain retirement beneficiaries of the Commonwealth and ERS may be entitled to vote on any plan of adjustment filed by the Commonwealth and ERS. In order for the Debtors to reduce the number of solicitation packages returned undeliverable, and ensure the claim amounts for such beneficiaries are accurately calculated, the Debtors are requesting that certain claimants submit an Information Form containing the Requested Information. This document explains how to submit Information Forms.
- A plan of adjustment is a document that explains how the Debtors propose to pay the amounts it owes to its creditors. This plan is available for creditors to review at <https://cases.primeclerk.com/puertorico/>.
- **If you are required to submit an Information Form, you must do so by April 30, 2020 at 4:00 p.m., Atlantic Standard Time.** An Information Form is provided with this document.
- Information Forms may be submitted by (a) electronically submitting on the Claims Agent's website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>, or (b) mail or hand delivery to the addresses provided in Section 5 of this document. **The Debtors request that, if at all possible, you submit your Information Form electronically on the Claims Agent's website.**
- After reading this document, if you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at [puertoricoinfo@primeclerk.com](mailto:puertoricoinfo@primeclerk.com). Please note that the people answering the phone number are not able to provide legal advice. If you have questions about your legal rights, including whether you need to submit an Information Form, you should talk to an attorney.

### **Section 1 – The Return Date**

On \_\_\_\_\_ 2020, the United States District Court for the District of Puerto Rico (the “District Court”) entered an order (the “Pre-Solicitation Procedures Order”) in the Debtors’ Title III cases fixing the deadlines to submit Information Forms by **4:00 p.m. (Atlantic Standard Time) on April 30, 2020** (the “Return Date”).

### **Section 2 – Who MUST Submit an Information Form**

If you are an Employee Claimant, you **MUST** submit an **Information Form**, or the Debtors may be unable to solicit your vote on the plan of adjustment filed by the Oversight Board on behalf of the Debtors.

**A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should submit an Information Form.**

### **Section 3 – Consequences of Failure to Submit an Information Form by the Return Date**

**ANY HOLDER OF A CLAIM WHO FAILS TO TIMELY SUBMIT AN INFORMATION FORM MIGHT NOT RECEIVE BALLOTING MATERIALS TO VOTE ON THE DEBTORS’ PLAN, AND IN THAT EVENT SHALL BE BARRED FROM ASSERTING THE SOLICITATION PROCEDURES IN CONNECTION WITH THE PLAN IN CONNECTION WITH CLAIMS HELD BY RETIREMENT BENEFICIARIES WERE INADEQUATE.**

### **Section 4 – What to Submit**

Each Information Form, to be properly submitted pursuant to this Notice, shall: (i) be written in English or Spanish; (ii) include an original or electronic signature of the claimant or an authorized agent of the claimant; and (iii) substantially conform to the Information Form approved by the Pre-Solicitation Procedures Order.

The Information Form can be obtained, as well as submitted, on the website established and maintained by the Claims Agent at <https://cases.primeclerk.com/puertorico/>.

### **Section 5 – Where and How to Submit**

All Information Forms shall be submitted with the claims and noticing agent, Prime Clerk LLC (the “Claims Agent”) pursuant to the procedures provided herein **so as to actually be received** on or before the Return Date.

Information Forms may be submitted through any of the following methods:

- (i) **electronically**, by completing the Information Form on the Claims Agent’s website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>;

- (ii) if delivered **by first class mail**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708;
- (iii) if **by overnight courier**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; or
- (iv) if **by hand delivery**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232.

Information Forms sent by facsimile, telecopy, or electronic mail transmission will **not** be accepted; provided, however, they may be submitted through Prime Clerk's website: <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

*The Debtors request that, if at all possible, you submit your Information Form electronically on the Claims Agent's website.*

#### **Section 6 – Additional Information**

The Pre-Solicitation Procedures Order may be downloaded and examined free of charge from the Claims Agent website, <https://cases.primeclerk.com/puertorico/>.

If you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at [puertoricoinfo@primeclerk.com](mailto:puertoricoinfo@primeclerk.com).

Dated: March \_\_, 2020

**Reminder Notice – Spanish Translation**

[Spanish Translation To Be Provided]

**Exhibit 2**

**Information Form**

**Commonwealth of Puerto Rico Employee Information Questionnaire**  
**Cuestionario de Información de los Empleados del Estado Libre Asociado de Puerto Rico**

NAME / Nombre: <MERGE FIELD>

ADDRESS / Dirección: <MERGE FIELD>

**Part 1:**

**Employee Contact Information:** Is your name and address, listed above, correct?

**Información de Contacto del Empleado:** ¿Su nombre y dirección están correctos según aparecen en la sección anterior?

If YES, please skip to Part 2. Si contestó SÍ, pase a la pregunta 3.

If NO, please complete Part 1 (Items 1 and 2) below. Si contestó NO, completar preguntas 1 y 2.

1. **Employee Name:**  
**Nombre del Empleado:**

2. **Employee Address:**  
**Dirección del Empleado:**

**Part 2:**

**Email Address:** If you have an email address, please provide it below.

**Correo Electrónico:** Si tiene una dirección de correo electrónico, por favor proveerla en esta sección.

3. **Email Address:**  
**Correo Electrónico:**

**Part 3:**

**Demographic Information:** Please complete the section below.

**Información demográfica:** Por favor completar la siguiente sección.

4. **Birth Date and Year:**  
**Fecha y Año de Nacimiento:**

5. **Gender: Male / Female:**  
**Género: Masculino / Femenino:**

**Part 4:**

**Identification information:** Please complete the section below.

**Información de Identidad:** Por favor completar la siguiente sección.

6. **Last Four Digits of Your Social Security Number:**  
**Los últimos cuatro dígitos de su número de seguro social:**

**Part 5:**

**Employment Information:** If you were, or currently are, an employee of any Agency, Department, Public Corporation, Municipality, or other Public Employer of the Commonwealth of Puerto Rico, please provide the following (attach additional pages if necessary):

**Información de Empleo:** Si usted fue, o actualmente es, empleado de cualquier agencia, departamento, corporación pública, municipio u otro empleador público del Estado Libre Asociado de Puerto Rico, proporcione lo siguiente (adjunte páginas adicionales si es necesario):

<b>Employer / Empleador</b> (Identify the Agency, Department, Public Corporation, Municipality, or other Public Employer of the Commonwealth of Puerto Rico) (Identifique la agencia, departamento, corporación pública, municipio u otro empleador público del Estado Libre Asociado de Puerto Rico)	<b>Hire Date(s)</b>  <b>Fecha(s) de Contratación</b>	<b>Termination Date(s)</b> (if currently employed by such employer, write "Active")  <b>Fecha(s) de terminación</b> (Si está empleado actualmente por ELA, escriba "Activo")

### **Instructions**

The Financial Oversight and Management Board for Puerto Rico has filed voluntary petitions under the *Puerto Rico Oversight, Management, and Economic Stability Act* ("PROMESA"), initiating Title III cases under PROMESA for the Commonwealth of Puerto Rico, Puerto Rico Sales Tax Financing Corporation, Employees Retirement System of the Government of the Commonwealth of Puerto Rico, Puerto Rico Highways and Transportation Authority, Puerto Rico Electric Power Authority, and the Puerto Rico Public Buildings Authority (the "Debtors").

The Debtors are sending you this form to gather information to assist in providing proper notice in connection with the solicitation of a plan of adjustment and a tally of votes in connection with the same. Failure to return this form by the Return Date **does not** mean that you will be barred (i) from receiving benefits, if ultimately entitled, or (ii) casting a ballot in connection with the Debtors' solicitation of votes in support of confirmation of a plan, if eligible.

Please complete and return this Information Form through any of the following methods:

- (i) **Electronically:** Complete the Information Questionnaire on Prime Clerk's website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>
- (ii) **Mail:** Send by first class mail, at the following address:  
  
Puerto Rico Retirement Benefit Information  
Processing Center  
c/o Prime Clerk LLC  
Grand Central Station  
PO Box 4708  
New York, NY 10163-4708
- (iii) **Overnight Courier / Hand Delivery:** Send by overnight courier to or by hand delivery at the following address:  
  
Puerto Rico Retirement Benefit Information  
Processing Center  
c/o Prime Clerk LLC  
850 Third Avenue, Suite 412  
Brooklyn, NY 11232

For a list of agencies or departments of the Commonwealth of Puerto Rico, please visit  
<https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

### **Instrucciones**

La Junta de Supervisión y Administración Financiera para Puerto Rico ha presentado peticiones voluntarias en virtud de la Ley para la Supervisión, Administración y Estabilidad Económica de Puerto Rico (Puerto Rico Oversight, Management, and Economic Stability Act, "PROMESA") y ha iniciado casos en virtud del Título III de la ley PROMESA para el Estado Libre Asociado de Puerto Rico, la Corporación del Fondo de Interés Apremiante de Puerto Rico, el Sistema de Retiro de los Empleados del Gobierno del Estado Libre Asociado de Puerto Rico, la Autoridad de Carreteras y Transportación de Puerto Rico, la Autoridad de Energía Eléctrica de Puerto Rico y la Autoridad de Edificios Públicos de Puerto Rico (los "Deudores").

Los Deudores le envían este formulario para recabar información a fin de ayudar a brindar una notificación adecuada en relación con la solicitud de un plan de ajuste y el recuento de votos relacionado. En caso de no devolver este formulario antes de la Fecha de devolución, no se le impedirá (i) recibir beneficios, si finalmente tiene derecho a estos, o (ii) si ustedes elegible, emitir un voto en relación con la solicitud de los Deudores de votos a favor de la confirmación de un plan, si cumple los requisitos para hacerlo.

Por favor complete y envíe este formulario a través de cualquiera de los siguientes métodos:

- (i) **Electrónicamente:** complete el formulario en el sitio web de Prime Clerk en <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>
- (ii) **Correo:** envíe por correo regular de primera clase a la siguiente dirección:  
  
Puerto Rico Retirement Benefit Information  
Processing Center  
c/o Prime Clerk LLC  
Grand Central Station  
PO Box 4708  
New York, NY 10163-4708
- (iii) **Mensajería de 24 horas o entrega en persona:** envíe por mensajería de 24 horas o entrega personal a la siguiente dirección:  
  
Puerto Rico Retirement Benefit Information  
Processing Center  
c/o Prime Clerk, LLC  
850 Third Avenue, Suite 412  
Brooklyn, NY 11232

Para obtener una lista de agencias o departamentos del Estado Libre Asociado de Puerto Rico, favor visitar  
<https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.